



GE Silicones WV, L.L.C.
Sistersville Plant
3500 South State Route 2
Friendly, WV 26146
(304) 652-8000

July 29, 2004

Crompton Corporation
Attn: General Counsel
199 Benson Rd
Middlebury, CT 06749

Dear Sir or Madam:

This letter serves as an invoice for OSi Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (Crompton) and General Electric Company (GE) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, GE has been performing OSi Post Remediation Care Requirements as an independent contractor on Crompton's behalf. OSi Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the OSi Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

GE, hereby, submits this invoice for \$81,688.00, which includes groundwater sampling and analysis, cap maintenance, and groundwater pumping operation and maintenance associated with the North and South Inactive Sites and Well #4315 as follows:

North Inactive Site	\$19,800.50
South Inactive Site	\$ 887.50
Recovery Well #4315	\$60,000.00

Also per the agreement, this invoice is being submitted on the anniversary of the closing date and GE expects payment within thirty (30) days of receipt of this invoice by Crompton. Should you have any questions, please call me at 304-652-8172.

Sincerely,
GE SILICONES WV, LLC

Stephen D. Pierce
EHS Team Leader

C: Wachtell, Lipton, Rosen, & Katz
Attn: Steven A. Cohen, Esq.
51 West 52nd Street
New York, NY 10019

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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Bcc: John Wood
Ray Hiley
Fred Dailey
Jim Colteryahn
Dennis Heintzman
Tina Adams

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